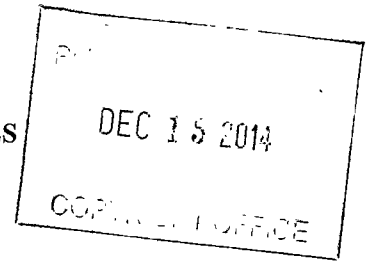


Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
THE LIBRARY OF CONGRESS
Washington, D.C.



In the Matter of:

**DETERMINATION OF RATES AND
TERMS FOR DIGITAL PERFORMANCE
IN SOUND RECORDINGS AND
EPHEMERAL RECORDINGS**

Docket No. 14-CRB-0001-WR (2016-2020)

Received

DEC 15 2014

Copyright Royalty Board

DECLARATION OF KEVIN G. MONTLER

(On behalf of Google Inc.)

I, Kevin G. Montler, hereby declare:

1. I am an attorney and serve as Director, Legal, Global Music for Google Inc. ("Google"), a non-party in the above-referenced action. I respectfully submit this declaration on behalf of Google in opposition to the motions to compel filed by Pandora Media, Inc., iHeartMedia, Inc., the National Association of Broadcasters, the National Religious Broadcasters Noncommercial Music License Committee, and Sirius XM Radio Inc. (collectively, "Movants") on December 8, 2014 ("Motions"). I have personal knowledge of the facts stated herein.

2. With their Motions, Movants seek, among other documents, the following documents in the possession, custody, or control of SoundExchange, Inc. ("SoundExchange") or one of its three major record company members, namely: (1) "memoranda, analyses, studies or presentations dated from January 1, 2011 to the present, discussing or analyzing YouTube's content filtering systems, including its 'Content ID' system and the 'Audible Magic' system" ("Content Filtering Documents"); and (2) documents relating to negotiations of agreements

between the record companies and Google (regarding YouTube) ("Negotiating Documents"). See Motion to Compel SoundExchange to Produce Documents in Response to Licensee Participants' First and Second Sets of Requests for Production, at p. 14; Motion to Compel SoundExchange to Produce Negotiating Documents Directly Relating to SoundExchange's Written Direct Statement at p. 1.

3. Both the Content Filtering Documents and the Negotiating Documents contain highly confidential, commercially sensitive information which, if disclosed, could cause substantial, competitive harm to Google.

4. The Content Filtering Documents contain information regarding testing and analysis of the YouTube content filtering systems, namely, the Content ID systems and of third party systems, including Audible Magic.

5. The YouTube Content ID system is a proprietary system developed internally, which scans audio and video clips that are uploaded to YouTube against a database of audio and video files submitted by their owners. If a match is returned, the system allows the content owner to mute audio that matches his or her music, block a video from being viewed, monetize the video with advertisements, and/or track the video's viewership statistics.

6. The Audible Magic system is a proprietary third party filtering technology, which aims to achieve a similar objective.

7. Memoranda, analyses, studies and presentations relating to these systems, which Movants seek, contain confidential third party information of users and record companies as well as commercially sensitive information of Google's, which, if disclosed, could negatively impact Google's relationships with YouTube users, impact future business opportunities, and provide a

road map for third parties to circumvent or evade protective features of the Content ID system, such as ensuring accurate ownership claiming.

8. Likewise, the Negotiation Documents contain commercially sensitive information not only regarding music licensing rates for YouTube services, but likely also regarding entirely unrelated matters. The disclosure of such information could negatively impact Google in its future negotiations and relationships with third parties on a wide variety of deals and other initiatives.

9. The Protective Order entered in the above-referenced action on October 10, 2014 (“Protective Order”) likely would not suffice to protect Google from the aforementioned competitive harms that could result from disclosure of the Content Filtering Documents and/or the Negotiating Documents, especially if those documents are produced in a manner that makes them available to the competitors and/or adverse licensing entities or their counsel.

10. Certain of the Movants and other participants in this proceeding have either been adverse to Google or likely will be adverse to Google in music licensing negotiations, and/or either compete with, are likely to compete with, or represent the interests of parties that may compete with Google in the music industry.

11. Additionally, the attorneys for the parties in this proceeding regularly represent parties with interests adverse to Google in connection with music licensing and other matters and are likely to do so in the future.

12. Under the Protective Order, even documents designated with the highest level of confidentiality would be disclosed to Movants’ outside counsel.

13. Accordingly, disclosure of the Content Filtering Documents and the Negotiating Documents may cause competitive harm to Google even if such disclosure is made pursuant to the Protective Order.

14. I declare under penalty of perjury that, to the best of my knowledge, information, and belief, the foregoing is true and correct.

Dated: December 15, 2014

By: /s/ Kevin G. Montler
Kevin G. Montler

CERTIFICATE OF SERVICE

I hereby certify that on December 15, 2014, I caused a copy of **DECLARATION OF KEVIN G. MONTLER** to be served via electronic mail and first-class, postage prepaid, United States mail, to the Participants as indicated below:

Participants

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Karen Easton